

ANNUAL STATEMENT

For the Year Ending December 31, 2012

OF THE CONDITION AND AFFAIRS OF THE

McLAREN HEALTH PLAN, INC

NAIC Group Code	4700	4700	NAIC Company Code	95562	Employer's ID Number	38-3252216
	(Current Period)	(Prior Period)				
Organized under the Laws of	Michigan		State of Domicile or Port of Entry	Michigan		
Country of Domicile	United States of America					
Licensed as business type:	Life, Accident & Health[]		Property/Casualty[]		Hospital, Medical & Dental Service or Indemnity[]	
	Dental Service Corporation[]		Vision Service Corporation[]		Health Maintenance Organization[X]	
	Other[]		Is HMO Federally Qualified? Yes[] No[X] N/A[]			
Incorporated/Organized	09/12/1997		Commenced Business	08/01/1998		
Statutory Home Office	G-3245 Beecher Rd.		FLINT, MI, 48532			
	(Street and Number)		(City or Town, State, Country and Zip Code)			
Main Administrative Office	G-3245 Beecher Rd.		G-3245 Beecher Rd.			
			(Street and Number)			
	FLINT, MI, 48532		(810)733-9723			
	(City or Town, State, Country and Zip Code)		(Area Code) (Telephone Number)			
Mail Address	G-3245 Beecher Rd.		FLINT, MI, 48532			
	(Street and Number or P.O. Box)		(City or Town, State, Country and Zip Code)			
Primary Location of Books and Records	G-3245 Beecher Rd.		G-3245 Beecher Rd.			
			(Street and Number)			
	FLINT, MI, 48532		(810)733-9723			
	(City or Town, State, Country and Zip Code)		(Area Code) (Telephone Number)			
Internet Website Address	www.mclarenhealthplan.org					
Statutory Statement Contact	CHERYL WESTOBY		(810)733-9723			
	(Name)		(Area Code)(Telephone Number)(Extension)			
	cheryl.westoby@mclaren.org		(810)733-9652			
	(E-Mail Address)		(Fax Number)			

OFFICERS

Name	Title	
KATHY KENDALL	President	#
KEVIN TOMPKINS	Chairman	#
DON KOOY	Secretary	#
DAVE MAZURKIEWICZ	Treasurer	#
CAROL SOLOMON	Assistant Treasurer	#
KATHY KUDRAY D.O.	Chief Medical Officer	#

OTHERS

DIRECTORS OR TRUSTEES

KATHY KENDALL #

RONALD SHAHEEN D.O. #

DENNIS LAFOREST #

DAVE MAZURKIEWICZ #

DON KOOY #

KEVIN TOMPKINS #

PATRICK HAYES #

LAKISHA ATKINS #

State ofMichigan

County ofGenesee ss

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature)	(Signature)	(Signature)
KATHY KENDALL	DAVE MAZURKIEWICZ	CAROL SOLOMON
(Printed Name)	(Printed Name)	(Printed Name)
1.	2.	3.
President	Treasurer	Assistant Treasurer
(Title)	(Title)	(Title)
Subscribed and sworn to before me this	a. Is this an original filing?	Yes[X] No[]
day of , 2013	b. If no, 1. State the amendment number	
	2. Date filed	
	3. Number of pages attached	

(Notary Public Signature)

ASSETS

		Current Year			Prior Year
		1	2	3	4
		Assets	Nonadmitted Assets	Net Admitted Assets (Cols.1-2)	Net Admitted Assets
1.	Bonds (Schedule D)				14,360,483
2.	Stocks (Schedule D)				
2.1	Preferred stocks				
2.2	Common Stocks	32,449,605	194,911	32,254,695	21,142,425
3.	Mortgage loans on real estate (Schedule B):				
3.1	First liens				
3.2	Other than first liens				
4.	Real estate (Schedule A):				
4.1	Properties occupied by the company (less \$.....0 encumbrances)	2,646,292		2,646,292	2,738,513
4.2	Properties held for the production of income (less \$.....0 encumbrances)				
4.3	Properties held for sale (less \$.....0 encumbrances)				
5.	Cash (\$.....(5,541,285) Schedule E Part 1), cash equivalents (\$.....18,464,737 Schedule E Part 2) and short-term investments (\$.....60,757,611 Schedule DA)	73,681,063		73,681,063	120,529,146
6.	Contract loans (including \$.....0 premium notes)				
7.	Derivatives (Schedule DB)				
8.	Other invested assets (Schedule BA)				
9.	Receivables for securities				
10.	Securities Lending Reinvested Collateral Assets (Schedule DL)				
11.	Aggregate write-ins for invested assets	27,298,266	21,033,511	6,264,755	158,172
12.	Subtotals, cash and invested assets (Lines 1 to 11)	136,075,226	21,228,421	114,846,804	158,928,739
13.	Title plants less \$.....0 charged off (for Title insurers only)				
14.	Investment income due and accrued	13,442		13,442	181,809
15.	Premiums and considerations:				
15.1	Uncollected premiums and agents' balances in the course of collection	1,273,911	24,830	1,249,081	1,186,885
15.2	Deferred premiums, agents' balances and installments booked but deferred and not yet due (Including \$.....0 earned but unbilled premiums)				
15.3	Accrued retrospective premiums				
16.	Reinsurance:				
16.1	Amounts recoverable from reinsurers	169,644		169,644	428,628
16.2	Funds held by or deposited with reinsured companies				
16.3	Other amounts receivable under reinsurance contracts				
17.	Amounts receivable relating to uninsured plans				
18.1	Current federal and foreign income tax recoverable and interest thereon				
18.2	Net deferred tax asset				
19.	Guaranty funds receivable or on deposit				
20.	Electronic data processing equipment and software	272,585	11,651	260,934	124,936
21.	Furniture and equipment, including health care delivery assets (\$.....0)	498,530	498,530		
22.	Net adjustment in assets and liabilities due to foreign exchange rates				
23.	Receivables from parent, subsidiaries and affiliates	1,039,347	11,911	1,027,437	984,668
24.	Health care (\$.....5,208,438) and other amounts receivable	5,333,668	118,864	5,214,804	2,301,887
25.	Aggregate write-ins for other than invested assets				
26.	Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	144,676,353	21,894,208	122,782,146	164,137,552
27.	From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28.	Total (Lines 26 and 27)	144,676,353	21,894,208	122,782,146	164,137,552
DETAILS OF WRITE-INS					
1101.	INVENTORY	19,907	19,907	0	
1102.	DEFERRED CHARGES EQUIP FEES	19,246	19,246	0	
1103.	PREPAID EXPENSES	311,367	311,367		
1198.	Summary of remaining write-ins for Line 11 from overflow page	26,947,746	20,682,992	6,264,754	158,172
1199.	TOTALS (Lines 1101 through 1103 plus 1198) (Line 11 above)	27,298,266	21,033,511	6,264,755	158,172
2501.	.....			
2502.	.....			
2503.	.....			
2598.	Summary of remaining write-ins for Line 25 from overflow page				
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)				

LIABILITIES, CAPITAL AND SURPLUS

		Current Year			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less \$.....0 reinsurance ceded)	60,135,095		60,135,095	50,400,115
2.	Accrued medical incentive pool and bonus amounts	2,773,293		2,773,293	3,515,697
3.	Unpaid claims adjustment expenses	1,253,035		1,253,035	1,228,169
4.	Aggregate health policy reserves, including the liability of \$.....0 for medical loss ratio rebate per the Public Health Service Act				
5.	Aggregate life policy reserves				
6.	Property/casualty unearned premium reserves				
7.	Aggregate health claim reserves				
8.	Premiums received in advance	1,185,567		1,185,567	841,098
9.	General expenses due or accrued	5,851,290		5,851,290	2,216,439
10.1	Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized capital gains (losses))				
10.2	Net deferred tax liability				
11.	Ceded reinsurance premiums payable				
12.	Amounts withheld or retained for the account of others	287,849		287,849	194,555
13.	Remittances and items not allocated				
14.	Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current)				
15.	Amounts due to parent, subsidiaries and affiliates	2,224,997		2,224,997	2,554,884
16.	Derivatives				
17.	Payable for securities				
18.	Payable for securities lending				
19.	Funds held under reinsurance treaties (with \$.....0 authorized reinsurers, \$.....0 unauthorized reinsurers and \$.....0 certified reinsurers)				
20.	Reinsurance in unauthorized and certified (\$.....0) companies				
21.	Net adjustments in assets and liabilities due to foreign exchange rates				
22.	Liability for amounts held under uninsured plans				
23.	Aggregate write-ins for other liabilities (including \$.....0 current)	590,497		590,497	1,001,658
24.	TOTAL Liabilities (Lines 1 to 23)	74,301,622		74,301,622	61,952,615
25.	Aggregate write-ins for special surplus funds	X X X	X X X		
26.	Common capital stock	X X X	X X X		
27.	Preferred capital stock	X X X	X X X		
28.	Gross paid in and contributed surplus	X X X	X X X	1,140,000	1,140,000
29.	Surplus notes	X X X	X X X		
30.	Aggregate write-ins for other than special surplus funds	X X X	X X X		
31.	Unassigned funds (surplus)	X X X	X X X	47,340,524	101,044,937
32.	Less treasury stock, at cost:				
32.1	.....0 shares common (value included in Line 26 \$.....0)	X X X	X X X		
32.2	.....0 shares preferred (value included in Line 27 \$.....0)	X X X	X X X		
33.	TOTAL Capital and Surplus (Lines 25 to 31 minus Line 32)	X X X	X X X	48,480,524	102,184,937
34.	TOTAL Liabilities, Capital and Surplus (Lines 24 and 33)	X X X	X X X	122,782,146	164,137,552
DETAILS OF WRITE-INS					
2301.	ACCRUED PENSION	590,497		590,497	684,402
2302.	OVERPAYMENT FROM MDCH FOR MATERNITY CASE RATE				317,256
2303.	.....			
2398.	Summary of remaining write-ins for Line 23 from overflow page				
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)	590,497		590,497	1,001,658
2501.	.....	X X X	X X X		
2502.	.....	X X X	X X X		
2503.	.....	X X X	X X X		
2598.	Summary of remaining write-ins for Line 25 from overflow page	X X X	X X X		
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	X X X	X X X		
3001.	.....	X X X	X X X		
3002.	.....	X X X	X X X		
3003.	.....	X X X	X X X		
3098.	Summary of remaining write-ins for Line 30 from overflow page	X X X	X X X		
3099.	TOTALS (Lines 3001 through 3003 plus 3098) (Line 30 above)	X X X	X X X		

STATEMENT OF REVENUE AND EXPENSES

		Current Year		Prior Year
		1 Uncovered	2 Total	3 Total
1.	Member Months	X X X	1,639,850	1,537,823
2.	Net premium income (including \$.....0 non-health premium income)	X X X	455,074,024	430,670,381
3.	Change in unearned premium reserves and reserve for rate credits	X X X		
4.	Fee-for-service (net of \$.....0 medical expenses)	X X X		
5.	Risk revenue	X X X		
6.	Aggregate write-ins for other health care related revenues	X X X	(1,885,021)	(1,230,471)
7.	Aggregate write-ins for other non-health revenues	X X X		
8.	TOTAL Revenues (Lines 2 to 7)	X X X	453,189,003	429,439,910
Hospital and Medical:				
9.	Hospital/medical benefits		324,378,910	283,846,665
10.	Other professional services		7,909,619	9,794,648
11.	Outside referrals			
12.	Emergency room and out-of-area		18,053,610	17,175,243
13.	Prescription drugs		56,284,199	45,650,194
14.	Aggregate write-ins for other hospital and medical			
15.	Incentive pool, withhold adjustments and bonus amounts		1,761,295	2,904,301
16.	Subtotal (Lines 9 to 15)		408,387,633	359,371,051
Less:				
17.	Net reinsurance recoveries		455,413	1,276,952
18.	TOTAL Hospital and Medical (Lines 16 minus 17)		407,932,220	358,094,099
19.	Non-health claims (net)			
20.	Claims adjustment expenses, including \$.....5,729,174 cost containment expenses		9,236,841	7,423,154
21.	General administrative expenses		22,874,030	40,273,457
22.	Increase in reserves for life and accident and health contracts (including \$.....0 increase in reserves for life only)			
23.	TOTAL Underwriting Deductions (Lines 18 through 22)		440,043,091	405,790,710
24.	Net underwriting gain or (loss) (Lines 8 minus 23)	X X X	13,145,912	23,649,200
25.	Net investment income earned (Exhibit of Net Investment Income, Line 17)		(14,612)	302,893
26.	Net realized capital gains (losses) less capital gains tax of \$.....0		1,690,106	(130)
27.	Net investment gains (losses) (Lines 25 plus 26)		1,675,494	302,763
28.	Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....0)]			
29.	Aggregate write-ins for other income or expenses			
30.	Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	X X X	14,821,406	23,951,963
31.	Federal and foreign income taxes incurred	X X X		
32.	Net income (loss) (Lines 30 minus 31)	X X X	14,821,406	23,951,963
DETAILS OF WRITE-INS				
0601.	OTHER HEALTH CARE RELATED REVENUE	X X X	58,782	17,028
0602.	MPCA	X X X	(1,943,803)	(1,247,499)
0603.	.....	X X X		
0698.	Summary of remaining write-ins for Line 6 from overflow page	X X X		
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	X X X	(1,885,021)	(1,230,471)
0701.	.....	X X X		
0702.	.....	X X X		
0703.	.....	X X X		
0798.	Summary of remaining write-ins for Line 7 from overflow page	X X X		
0799.	TOTALS (Line 0701 through 0703 plus 0798) (Line 7 above)	X X X		
1401.	.....		
1402.	.....		
1403.	.....		
1498.	Summary of remaining write-ins for Line 14 from overflow page			
1499.	TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above)			
2901.	LOSS ON SALE OF EQUIPMENT			
2902.	.....		
2903.	.....		
2998.	Summary of remaining write-ins for Line 29 from overflow page			
2999.	TOTALS (Line 2901 through 2903 plus 2998) (Line 29 above)			

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1	2
		Current Year	Prior Year
CAPITAL & SURPLUS ACCOUNT			
33.	Capital and surplus prior reporting year	102,184,937	99,873,683
34.	Net income or (loss) from Line 32	14,821,406	23,951,963
35.	Change in valuation basis of aggregate policy and claim reserves		
36.	Change in net unrealized capital gains (losses) less capital gains tax of \$.....0	(687,373)	57,106
37.	Change in net unrealized foreign exchange capital gain or (loss)		
38.	Change in net deferred income tax		
39.	Change in nonadmitted assets	(21,333,338)	78,361
40.	Change in unauthorized and certified reinsurance		
41.	Change in treasury stock		
42.	Change in surplus notes		
43.	Cumulative effect of changes in accounting principles		
44.	Capital Changes:		
44.1	Paid in		
44.2	Transferred from surplus (Stock Dividend)		
44.3	Transferred to surplus		
45.	Surplus adjustments:		
45.1	Paid in		
45.2	Transferred to capital (Stock Dividend)		
45.3	Transferred from capital	(10,105,110)	
46.	Dividends to stockholders	(36,400,000)	(22,000,000)
47.	Aggregate write-ins for gains or (losses) in surplus		223,824
48.	Net change in capital and surplus (Lines 34 to 47)	(53,704,415)	2,311,254
49.	Capital and surplus end of reporting year (Line 33 plus 48)	48,480,522	102,184,937
DETAILS OF WRITE-INS			
4701.	PENSION-RELATED CHANGES OTHER THAN NET PERIODIC PENSION COST		223,824
4702.	.....	
4703.	.....	
4798.	Summary of remaining write-ins for Line 47 from overflow page		
4799.	TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above)		223,824

CASH FLOW

		1	2
		Current Year	Prior Year
Cash from Operations			
1.	Premiums collected net of reinsurance	455,331,467	427,822,925
2.	Net investment income	(49,777)	305,795
3.	Miscellaneous income	(1,879,629)	(1,322,961)
4.	Total (Lines 1 through 3)	453,402,061	426,805,759
5.	Benefit and loss related payments	398,936,968	355,020,377
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts		
7.	Commissions, expenses paid and aggregate write-ins for deductions	56,184,835	47,312,225
8.	Dividends paid to policyholders		
9.	Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses)		
10.	Total (Lines 5 through 9)	455,121,803	402,332,602
11.	Net cash from operations (Line 4 minus Line 10)	(1,719,742)	24,473,157
Cash from Investments			
12.	Proceeds from investments sold, matured or repaid:		
12.1	Bonds	15,713,469	2,321,395
12.2	Stocks	16,576,777	35,272
12.3	Mortgage loans		
12.4	Real estate		
12.5	Other invested assets		
12.6	Net gains or (losses) on cash, cash equivalents and short-term investments		
12.7	Miscellaneous proceeds	544,478	221,475
12.8	Total investment proceeds (Lines 12.1 to 12.7)	32,834,724	2,578,141
13.	Cost of investments acquired (long-term only):		
13.1	Bonds		1,020,386
13.2	Stocks	28,001,970	3,197,689
13.3	Mortgage loans		
13.4	Real estate	132,998	
13.5	Other invested assets		
13.6	Miscellaneous applications	1,690,106	0
13.7	Total investments acquired (Lines 13.1 to 13.6)	29,825,074	4,218,075
14.	Net increase (decrease) in contract loans and premium notes		
15.	Net cash from investments (Line 12.8 minus Line 13.7 minus Line 14)	3,009,650	(1,639,934)
Cash from Financing and Miscellaneous Sources			
16.	Cash provided (applied):		
16.1	Surplus notes, capital notes		
16.2	Capital and paid in surplus, less treasury stock		
16.3	Borrowed funds		
16.4	Net deposits on deposit-type contracts and other insurance liabilities		
16.5	Dividends to stockholders	46,505,110	22,000,000
16.6	Other cash provided (applied)	(1,632,882)	814,085
17.	Net cash from financing and miscellaneous sources (Lines 16.1 to 16.4 minus Line 16.5 plus Line 16.6)	(48,137,992)	(21,185,915)
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS			
18.	Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	(46,848,084)	1,647,308
19.	Cash, cash equivalents and short-term investments:		
19.1	Beginning of year	120,529,146	118,881,838
19.2	End of year (Line 18 plus Line 19.1)	73,681,062	120,529,146

Note: Supplemental Disclosures of Cash Flow Information for Non-Cash Transactions:

20.0001			
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ANALYSIS OF OPERATIONS BY LINES OF BUSINESS

		1	2	3	4	5	6	7	8	9	10
		Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1.	Net premium income	455,074,024	68,967,911					7,563,352	378,542,761		
2.	Change in unearned premium reserves and reserve for rate credit										
3.	Fee-for-service (net of \$.....0 medical expenses)										X X X
4.	Risk revenue										X X X
5.	Aggregate write-ins for other health care related revenues	(1,885,021)							(1,885,021)		X X X
6.	Aggregate write-ins for other non-health care related revenues		X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
7.	TOTAL Revenues (Lines 1 to 6)	453,189,003	68,967,911					7,563,352	376,657,740		
8.	Hospital/medical benefits	324,378,910	50,546,841					3,576,323	270,255,746		X X X
9.	Other professional services	7,909,619	952,325					232,119	6,725,175		X X X
10.	Outside referrals										X X X
11.	Emergency room and out-of-area	18,053,610	2,404,189					220,128	15,429,293		X X X
12.	Prescription drugs	56,284,199	10,231,172					2,270,546	43,782,481		X X X
13.	Aggregate write-ins for other hospital and medical										X X X
14.	Incentive pool, withhold adjustments and bonus amounts	1,761,295						7,463	1,753,832		X X X
15.	Subtotal (Lines 8 to 14)	408,387,633	64,134,527					6,306,579	337,946,527		X X X
16.	Net reinsurance recoveries	455,413	412,187						43,226		X X X
17.	TOTAL Hospital and Medical (Lines 15 minus 16)	407,932,220	63,722,340					6,306,579	337,903,301		X X X
18.	Non-health claims (net)		X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
19.	Claims adjustment expenses including \$.....5,729,174 cost containment expenses	9,236,841	1,014,851					632,144	7,589,846		
20.	General administrative expenses	22,874,030	4,497,311					528,890	17,847,829		
21.	Increase in reserves for accident and health contracts										X X X
22.	Increase in reserves for life contracts		X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
23.	TOTAL Underwriting Deductions (Lines 17 to 22)	440,043,091	69,234,502					7,467,613	363,340,976		
24.	Net underwriting gain or (loss) (Line 7 minus Line 23)	13,145,912	(266,591)					95,739	13,316,764		
DETAILS OF WRITE-INS											
0501.	Other Health Care Related Revenue	58,782							58,782		X X X
0502.	MPCA	(1,943,803)							(1,943,803)		X X X
0503.											X X X
0598.	Summary of remaining write-ins for Line 5 from overflow page										X X X
0599.	TOTALS (Lines 0501 through 0503 plus 0598) (Line 5 above)	(1,885,021)							(1,885,021)		X X X
0601.			X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
0602.			X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
0603.			X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
0698.	Summary of remaining write-ins for Line 6 from overflow page		X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)		X X X	X X X	X X X	X X X	X X X	X X X	X X X	X X X	
1301.											X X X
1302.											X X X
1303.											X X X
1398.	Summary of remaining write-ins for Line 13 from overflow page										X X X
1399.	TOTALS (Lines 1301 through 1303 plus 1398) (Line 13 above)										X X X

UNDERWRITING AND INVESTMENT EXHIBIT
PART 1 - PREMIUMS

		1	2	3	4
Line of Business		Direct Business	Reinsurance Assumed	Reinsurance Ceded	Net Premium Income (Columns 1 + 2 - 3)
1.	Comprehensive (hospital and medical)	70,604,271		1,636,360	68,967,911
2.	Medicare Supplement				
3.	Dental only				
4.	Vision only				
5.	Federal Employees Health Benefits Plan				
6.	Title XVIII - Medicare	7,585,288		21,937	7,563,351
7.	Title XIX - Medicaid	379,196,657		653,896	378,542,761
8.	Other health				
9.	Health subtotal (Lines 1 through 8)	457,386,216		2,312,193	455,074,023
10.	Life				
11.	Property/casualty				
12.	TOTALS (Lines 9 to 11)	457,386,216		2,312,193	455,074,023

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2 - CLAIMS INCURRED DURING THE YEAR

	1	2	3	4	5	6	7	8	9	10
	Total	Comprehensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Payments during the year:										
1.1 Direct	399,651,365	61,103,076					6,468,199	332,080,090		
1.2 Reinsurance assumed										
1.3 Reinsurance ceded	714,397	681,538						32,859		
1.4 Net	398,936,968	60,421,538					6,468,199	332,047,231		
2. Paid medical incentive pools and bonuses	2,503,699						4,081	2,499,618		
3. Claim liability December 31, current year from Part 2A:										
3.1 Direct	60,135,095	10,864,073					1,239,028	48,031,994		
3.2 Reinsurance assumed										
3.3 Reinsurance ceded										
3.4 Net	60,135,095	10,864,073					1,239,028	48,031,994		
4. Claim reserve December 31, current year from Part 2D:										
4.1 Direct										
4.2 Reinsurance assumed										
4.3 Reinsurance ceded										
4.4 Net										
5. Accrued medical incentive pools and bonuses, current year	2,773,293						3,382	2,769,911		
6. Net healthcare receivables (a)	2,760,008	73,240					139,622	2,547,146		
7. Amounts recoverable from reinsurers December 31, current year	169,644	83,986						85,658		
8. Claim liability December 31, prior year from Part 2A:										
8.1 Direct	50,400,116	7,759,382					1,268,489	41,372,245		
8.2 Reinsurance assumed										
8.3 Reinsurance ceded										
8.4 Net	50,400,116	7,759,382					1,268,489	41,372,245		
9. Claim reserve December 31, prior year from Part 2D:										
9.1 Direct										
9.2 Reinsurance assumed										
9.3 Reinsurance ceded										
9.4 Net										
10. Accrued medical incentive pools and bonuses, prior year	3,515,697							3,515,697		
11. Amounts recoverable from reinsurers December 31, prior year	428,628	353,336						75,292		
12. Incurred benefits:										
12.1 Direct	406,626,336	64,134,527					6,299,116	336,192,693		
12.2 Reinsurance assumed										
12.3 Reinsurance ceded	455,412	412,187						43,225		
12.4 Net	406,170,924	63,722,340					6,299,116	336,149,468		
13. Incurred medical incentive pools and bonuses	1,761,295						7,463	1,753,832		

(a) Excludes \$.....0 loans or advances to providers not yet expensed.

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2A - CLAIMS LIABILITY END OF CURRENT YEAR

	1	2	3	4	5	6	7	8	9	10
	Total	Compre- hensive (Hospital & Medical)	Medicare Supplement	Dental Only	Vision Only	Federal Employees Health Benefits Plan	Title XVIII Medicare	Title XIX Medicaid	Other Health	Other Non-Health
1. Reported in Process of Adjustment:										
1.1 Direct	20,052,924	3,629,822						16,423,102		
1.2 Reinsurance assumed										
1.3 Reinsurance ceded										
1.4 Net	20,052,924	3,629,822						16,423,102		
2. Incurred but Unreported:										
2.1 Direct	40,082,171	7,234,251					1,239,028	31,608,892		
2.2 Reinsurance assumed										
2.3 Reinsurance ceded										
2.4 Net	40,082,171	7,234,251					1,239,028	31,608,892		
3. Amounts Withheld from Paid Claims and Capitations:										
3.1 Direct										
3.2 Reinsurance assumed										
3.3 Reinsurance ceded										
3.4 Net										
4. TOTALS										
4.1 Direct	60,135,095	10,864,073					1,239,028	48,031,994		
4.2 Reinsurance assumed										
4.3 Reinsurance ceded										
4.4 Net	60,135,095	10,864,073					1,239,028	48,031,994		

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2B - ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

		Claims Paid During the Year		Claim Reserve and Claim Liability December 31 of Current Year		5	6
		1 On Claims Incurred Prior to January 1 of Current Year	2 On Claims Incurred During the Year	3 On Claims Unpaid December 31 of Prior Year	4 On Claims Incurred During the Year	Claims Incurred in Prior Years (Columns 1 + 3)	Estimated Claim Reserve and Claim Liability December 31 of Prior Year
Line of Business							
1.	Comprehensive (hospital and medical)	6,730,556	54,690,883		10,864,073	6,730,556	7,759,382
2.	Medicare Supplement						
3.	Dental only						
4.	Vision only						
5.	Federal Employees Health Benefits Plan						
6.	Title XVIII - Medicare	714,174	5,754,025		1,239,028	714,174	1,268,489
7.	Title XIX - Medicaid	39,820,112	292,685,790		48,031,994	39,820,112	41,372,245
8.	Other health						
9.	Health subtotal (Lines 1 to 8)	47,264,842	353,130,698		60,135,095	47,264,842	50,400,116
10.	Healthcare receivables (a)	329,144	3,633,127		326,468	329,144	329,144
11.	Other non-health						
12.	Medical incentive pool and bonus amounts	2,089,599	414,100		2,773,293	2,089,599	3,515,697
13.	TOTALS (Lines 9 - 10 + 11 + 12)	49,025,297	349,911,671		62,581,920	49,025,297	53,586,669

(a) Excludes \$.00 loans or advances to providers not yet expensed.

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS (000 Omitted)

Grand Total

Section A - Paid Health Claims

Year in Which Losses Were Incurred		Cumulative Net Amounts Paid				
		1 2008	2 2009	3 2010	4 2011	5 2012
1.	Prior	14,686	14,686	14,686	14,686	14,686
2.	2008	296,148	294,490	294,201	294,238	294,238
3.	2009	X X X	354,843	354,879	355,046	355,046
4.	2010	X X X	X X X	356,422	355,353	355,353
5.	2011	X X X	X X X	X X X	356,951	404,215
6.	2012	X X X	X X X	X X X	X X X	352,130

Section B - Incurred Health Claims

Year in Which Losses Were Incurred		Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
		1 2008	2 2009	3 2010	4 2011	5 2012
1.	Prior	14,686	14,686	14,686	14,686	14,686
2.	2008	172,171	168,838	168,838	168,838	294,238
3.	2009	X X X	237,164	231,064	231,057	355,046
4.	2010	X X X	X X X	262,669	255,112	355,353
5.	2011	X X X	X X X	X X X	270,752	404,215
6.	2012	X X X	X X X	X X X	X X X	415,040

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio

Years in Which Premiums were Earned and Claims were Incurred		1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5 + 7 + 8)	10 (Col. 9/1) Percent
1.	2008	361,067	294,238	5,800	1.971	300,038	83.098			300,038	83.098
2.	2009	434,482	355,046	5,949	1.676	360,995	83.086			360,995	83.086
3.	2010	434,951	355,353	4,640	1.306	359,993	82.766			359,993	82.766
4.	2011	432,159	404,215	6,068	1.501	410,283	94.938			410,283	94.938
5.	2012	453,188	352,130	7,509	2.133	359,639	79.358	62,910	1,253	423,803	93.516

12 Total

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS (000 Omitted)

Hospital and Medical
Section A - Paid Health Claims

Year in Which Losses Were Incurred		Cumulative Net Amounts Paid				
		1 2008	2 2009	3 2010	4 2011	5 2012
1.	Prior	1,090	1,090	1,090	1,090	1,090
2.	2008	11,106	14,033	14,033	14,033	14,033
3.	2009	X X X	26,003	29,631	29,631	29,631
4.	2010	X X X	X X X	34,962	39,663	39,663
5.	2011	X X X	X X X	X X X	43,434	50,164
6.	2012	X X X	X X X	X X X	X X X	53,691

Section B - Incurred Health Claims

Year in Which Losses Were Incurred		Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
		1 2008	2 2009	3 2010	4 2011	5 2012
1.	Prior	1,090	1,090	1,090	1,090	1,090
2.	2008	14,490	14,033	14,033	14,033	14,033
3.	2009	X X X	31,847	29,631	29,631	29,631
4.	2010	X X X	X X X	41,387	39,663	39,663
5.	2011	X X X	X X X	X X X	51,193	50,164
6.	2012	X X X	X X X	X X X	X X X	64,555

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio

Years in Which Premiums were Earned and Claims were Incurred		1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5 + 7 + 8)	10 (Col. 9/1) Percent
1.	2008	15,267	14,033	571	4.068	14,604	95.656			14,604	95.656
2.	2009	31,784	29,631	621	2.096	30,252	95.180			30,252	95.180
3.	2010	44,005	39,663	330	0.833	39,993	90.884			39,993	90.884
4.	2011	57,340	50,164	437	0.871	50,601	88.247			50,601	88.247
5.	2012	68,967	53,691	742	1.381	54,433	78.926	10,864	226	65,523	95.006

12 Hospital and Medical

- 12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Medicare Supplement . . . NONE
- 12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Medicare Supplement . . . NONE
- 12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Medicare Supplement . . . NONE
- 12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Dental Only NONE
- 12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Dental Only NONE
- 12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Dental Only NONE
- 12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Vision Only NONE
- 12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Vision Only NONE
- 12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Vision Only NONE
- 12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Fed Emp HBPP NONE
- 12 Underwriting Invest Exh Pt 2C Sn B - Incur. Claims - Fed Emp HBPP NONE
- 12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Fed Emp HBPP NONE

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS (000 Omitted)

Title XVIII - Medicare

Section A - Paid Health Claims

Year in Which Losses Were Incurred		Cumulative Net Amounts Paid				
		1 2008	2 2009	3 2010	4 2011	5 2012
1.	Prior					
2.	2008	198	327	327	327	327
3.	2009	X X X	756	1,113	1,106	1,106
4.	2010	X X X	X X X	2,050	2,737	2,737
5.	2011	X X X	X X X	X X X	3,361	4,075
6.	2012	X X X	X X X	X X X	X X X	5,754

Section B - Incurred Health Claims

Year in Which Losses Were Incurred		Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
		1 2008	2 2009	3 2010	4 2011	5 2012
1.	Prior					
2.	2008	196	327	327	327	327
3.	2009	X X X	756	1,113	1,106	1,106
4.	2010	X X X	X X X	2,975	2,975	2,737
5.	2011	X X X	X X X	X X X	4,650	4,075
6.	2012	X X X	X X X	X X X	X X X	6,993

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio

Years in Which Premiums were Earned and Claims were Incurred		1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5 + 7 + 8)	10 (Col. 9/1) Percent
1.	2008	391	327	10	3.058	337	86.189			337	86.189
2.	2009	1,281	1,106	33	2.984	1,139	88.915			1,139	88.915
3.	2010	3,357	2,737	82	2.996	2,819	83.974			2,819	83.974
4.	2011	4,897	4,075	168	4.131	4,243	86.652			4,243	86.652
5.	2012	7,563	5,754	400	6.950	6,154	81.368	1,239	25	7,418	98.082

12 Title XVIII-Medicare

UNDERWRITING AND INVESTMENT EXHIBIT
PART 2C - DEVELOPMENT OF PAID AND INCURRED HEALTH CLAIMS (000 Omitted)

Title XIX - Medicaid

Section A - Paid Health Claims

Year in Which Losses Were Incurred		Cumulative Net Amounts Paid				
		1 2008	2 2009	3 2010	4 2011	5 2012
1.	Prior	13,596	13,596	13,596	13,596	13,596
2.	2008	284,844	280,130	279,841	279,878	279,878
3.	2009	X X X	328,084	324,135	324,309	324,309
4.	2010	X X X	X X X	319,410	312,953	312,953
5.	2011	X X X	X X X	X X X	310,156	349,976
6.	2012	X X X	X X X	X X X	X X X	292,685

Section B - Incurred Health Claims

Year in Which Losses Were Incurred		Sum of Cumulative Net Amount Paid and Claim Liability, Claim Reserve and Medical Incentive Pool and Bonuses Outstanding at End of Year				
		1 2008	2 2009	3 2010	4 2011	5 2012
1.	Prior	13,596	13,596	13,596	13,596	13,596
2.	2008	157,485	154,478	154,478	154,478	279,878
3.	2009	X X X	204,561	200,320	200,320	324,309
4.	2010	X X X	X X X	218,307	212,474	312,953
5.	2011	X X X	X X X	X X X	214,909	349,976
6.	2012	X X X	X X X	X X X	X X X	343,492

Section C - Incurred Year Health Claims and Claims Adjustment Expense Ratio

Years in Which Premiums were Earned and Claims were Incurred		1 Premiums Earned	2 Claims Payments	3 Claim Adjustment Expense Payments	4 (Col. 3/2) Percent	5 Claim and Claim Adjustment Expense Payments (Col. 2 + 3)	6 (Col. 5/1) Percent	7 Claims Unpaid	8 Unpaid Claims Adjustment Expenses	9 Total Claims and Claims Adjustment Expense Incurred (Col. 5 + 7 + 8)	10 (Col. 9/1) Percent
1.	2008	345,409	279,878	5,219	1.865	285,097	82.539			285,097	82.539
2.	2009	401,417	324,309	5,295	1.633	329,604	82.110			329,604	82.110
3.	2010	387,589	312,953	4,228	1.351	317,181	81.834			317,181	81.834
4.	2011	369,922	349,976	5,462	1.561	355,438	96.085			355,438	96.085
5.	2012	376,658	292,685	6,368	2.176	299,053	79.396	50,807	1,002	350,862	93.151

12 Title XIX-Medicaid

12 Underwriting Invest Exh Pt 2C Sn A - Paid Claims - Other NONE

12 Underwriting Invest Exh Pt 2C Sn B - Incur Claims - Other NONE

12 Underwriting Invest Exh Pt 2C Sn C - Expns Ratios - Other NONE

13 Underwriting Invest Exh Pt 2D - A & H Reserve NONE

UNDERWRITING AND INVESTMENT EXHIBIT
PART 3 - ANALYSIS OF EXPENSES

		Claim Adjustment Expenses		3	4	5
		1	2			
		Cost Containment Expenses	Other Claim Adjustment Expenses	General Administrative Expenses	Investment Expenses	Total
1.	Rent (\$.....1,108,996 for occupancy of own building)			461,285	1,108,996	1,570,281
2.	Salaries, wages and other benefits	3,986,377	2,823,117	7,036,371		13,845,865
3.	Commissions (less \$.....0 ceded plus \$.....0 assumed)			2,337,508		2,337,508
4.	Legal fees and expenses			23,322		23,322
5.	Certifications and accreditation fees					
6.	Auditing, actuarial and other consulting services			94,501		94,501
7.	Traveling expenses	5,147	96,299	105,313		206,759
8.	Marketing and advertising	399	1,616	665,962		667,977
9.	Postage, express and telephone	229,892	4,314	141,798		376,004
10.	Printing and office supplies	729,383	33,077	294,587		1,057,047
11.	Occupancy, depreciation and amortization	89		194,196		194,285
12.	Equipment			245,312		245,312
13.	Cost or depreciation of EDP equipment and software	337		38,648		38,985
14.	Outsourced services including EDP, claims, and other services	616,156	514,410	919,522		2,050,088
15.	Boards, bureaus and association fees	326	1,813	222,573		224,712
16.	Insurance, except on real estate	20		47,763		47,783
17.	Collection and bank service charges				145,306	145,306
18.	Group service and administration fees					
19.	Reimbursements by uninsured plans					
20.	Reimbursements from fiscal intermediaries					
21.	Real estate expenses				400,136	400,136
22.	Real estate taxes					
23.	Taxes, licenses and fees:					
23.1	State and local insurance taxes			9,492,518		9,492,518
23.2	State premium taxes					
23.3	Regulatory authority licenses and fees					
23.4	Payroll taxes	160,628	31,794	289,752		482,174
23.5	Other (excluding federal income and real estate taxes)					
24.	Investment expenses not included elsewhere					
25.	Aggregate write-ins for expenses	420	1,226	274,732		276,378
26.	TOTAL Expenses Incurred (Lines 1 to 25)	5,729,174	3,507,666	22,885,663	1,654,438	(a) 33,776,941
27.	Less expenses unpaid December 31, current year		1,253,035	5,851,250		7,104,285
28.	Add expenses unpaid December 31, prior year		921,014			921,014
29.	Amounts receivable relating to uninsured plans, prior year					
30.	Amounts receivable relating to uninsured plans, current year					
31.	TOTAL Expenses Paid (Lines 26 minus 27 plus 28 minus 29 plus 30)	5,729,174	3,175,645	17,034,413	1,654,438	27,593,670
DETAILS OF WRITE-INS						
2501.	Bad Debt			19,719		19,719
2502.	Misc	26	808	60,629		61,463
2503.	Professional Development	394	418	8,366		9,178
2598.	Summary of remaining write-ins for Line 25 from overflow page			186,018		186,018
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	420	1,226	274,732		276,378

(a) Includes management fees of \$.....1,755,975 to affiliates and \$.....0 to non-affiliates.

EXHIBIT OF NET INVESTMENT INCOME

		1	2
		Collected During Year	Earned During Year
1.	U.S. Government bonds	(a)..... 63,296	..... 44,975
1.1	Bonds exempt from U.S. tax	(a).....	.....
1.2	Other bonds (unaffiliated)	(a)..... 320,931	..... 172,055
1.3	Bonds of affiliates	(a).....	.....
2.1	Preferred stocks (unaffiliated)	(b).....	.....
2.11	Preferred stocks of affiliates	(b).....	.....
2.2	Common stocks (unaffiliated) .....	..... 740,916	..... 359,847
2.21	Common stocks of affiliates .....	.....	.....
3.	Mortgage loans	(c).....	.....
4.	Real estate	(d)..... 1,137,996	..... 1,137,996
5.	Contract loans .....	.....	.....
6.	Cash, cash equivalents and short-term investments	(e)..... 108,155	..... 149,763
7.	Derivative instruments	(f).....	.....
8.	Other invested assets .....	.....	.....
9.	Aggregate write-ins for investment income .....	.....	.....
10.	Total gross investment income .....	..... 2,371,294	..... 1,864,636
11.	Investment expenses		(g)..... 1,654,439
12.	Investment taxes, licenses and fees, excluding federal income taxes		(g).....
13.	Interest expense		(h).....
14.	Depreciation on real estate and other invested assets		(i)..... 224,809
15.	Aggregate write-ins for deductions from investment income .....		.....
16.	Total deductions (Lines 11 through 15) .....		..... 1,879,248
17.	Net Investment income (Line 10 minus Line 16) .....		..... (14,612)
DETAILS OF WRITE-INS			
0901.	.....	.....	.....
0902.	.....	.....	.....
0903.	.....	.....	.....
0998.	Summary of remaining write-ins for Line 9 from overflow page .....	.....	.....
0999.	TOTALS (Lines 0901 through 0903 plus 0998) (Line 9, above) .....	.....	.....
1501.	.....	.....	.....
1502.	.....	.....	.....
1503.	.....	.....	.....
1598.	Summary of remaining write-ins for Line 15 from overflow page .....	.....	.....
1599.	TOTALS (Lines 1501 through 1503 plus 1598) (Line 15, above) .....	.....	.....
(a) Includes \$.....102,868 accrual of discount less \$.....219,645 amortization of premium and less \$.....0 paid for accrued interest on purchases.			
(b) Includes \$.....0 accrual of discount less \$.....0 amortization of premium and less \$.....0 paid for accrued dividends on purchases.			
(c) Includes \$.....0 accrual of discount less \$.....0 amortization of premium and less \$.....0 paid for accrued interest on purchases.			
(d) Includes \$.....1,108,996 for company's occupancy of its own buildings; and excludes \$.....0 interest on encumbrances.			
(e) Includes \$.....0 accrual of discount less \$.....0 amortization of premium and less \$.....0 paid for accrued interest on purchases.			
(f) Includes \$.....0 accrual of discount less \$.....0 amortization of premium.			
(g) Includes \$.....1,652,179 investment expenses and \$.....0 investment taxes, licenses and fees, excluding federal income taxes, attributable to segregated and Separate Accounts.			
(h) Includes \$.....0 interest on surplus notes and \$.....0 interest on capital notes.			
(i) Includes \$.....224,809 depreciation on real estate and \$.....0 depreciation on other invested assets.			

EXHIBIT OF CAPITAL GAINS (LOSSES)

		1	2	3	4	5
		Realized Gain (Loss) on Sales or Maturity	Other Realized Adjustments	Total Realized Capital Gain (Loss) (Columns 1 + 2)	Change in Unrealized Capital Gain (Loss)	Change in Unrealized Foreign Exchange Capital Gain (Loss)
1.	U.S. Government bonds .....	..... 88,485	.....	..... 88,485	.....	.....
1.1	Bonds exempt from U.S. tax .....	..... 1,269,321	.....	..... 1,269,321	.....	.....
1.2	Other bonds (unaffiliated) .....	.....	.....	.....	.....	.....
1.3	Bonds of affiliates .....	.....	.....	.....	.....	.....
2.1	Preferred stocks (unaffiliated) .....	.....	.....	.....	.....	.....
2.11	Preferred stocks of affiliates .....	.....	.....	.....	.....	.....
2.2	Common stocks (unaffiliated) .....	..... 332,300	.....	..... 332,300	..... (687,373)	.....
2.21	Common stocks of affiliates .....	.....	.....	.....	.....	.....
3.	Mortgage loans .....	.....	.....	.....	.....	.....
4.	Real estate .....	.....	.....	.....	.....	.....
5.	Contract loans .....	.....	.....	.....	.....	.....
6.	Cash, cash equivalents and short-term investments .....	.....	.....	.....	.....	.....
7.	Derivative instruments .....	.....	.....	.....	.....	.....
8.	Other invested assets .....	.....	.....	.....	.....	.....
9.	Aggregate write-ins for capital gains (losses) .....	.....	.....	.....	.....	.....
10.	Total capital gains (losses) .....	..... 1,690,106	.....	..... 1,690,106	..... (687,373)	.....
DETAILS OF WRITE-INS						
0901.	0 .....	.....	.....	.....	.....	.....
0902.	.....	.....	.....	.....	.....	.....
0903.	.....	.....	.....	.....	.....	.....
0998.	Summary of remaining write-ins for Line 9 from overflow page ..	.....	.....	.....	.....	.....
0999.	TOTALS (Lines 0901 through 0903 plus 0998) (Line 9, above) ..	.....	.....	.....	.....	.....

EXHIBIT OF NONADMITTED ASSETS

		1	2	3
		Current Year Total Nonadmitted Assets	Prior Year Total Nonadmitted Assets	Change in Total Nonadmitted Assets (Col. 2 - Col. 1)
1.	Bonds (Schedule D)			
2.	Stocks (Schedule D):			
2.1	Preferred stocks			
2.2	Common stocks	194,911	3,115	(191,796)
3.	Mortgage loans on real estate (Schedule B):			
3.1	First liens			
3.2	Other than first liens			
4.	Real estate (Schedule A):			
4.1	Properties occupied by the company			
4.2	Properties held for the production of income			
4.3	Properties held for sale			
5.	Cash (Schedule E-Part 1), cash equivalents (Schedule E-Part 2) and short-term investments (Schedule DA)			
6.	Contract loans			
7.	Derivatives (Schedule DB)			
8.	Other invested assets (Schedule BA)			
9.	Receivables for securities			
10.	Securities lending reinvested collateral assets (Schedule DL)			
11.	Aggregate write-ins for invested assets	21,033,511	280,873	(20,752,637)
12.	Subtotals, cash and invested assets (Lines 1 to 11)	21,228,421	283,988	(20,944,433)
13.	Title plants (for Title insurers only)			
14.	Invested income due and accrued			
15.	Premium and considerations:			
15.1	Uncollected premiums and agents' balances in the course of collection	24,830		(24,830)
15.2	Deferred premiums, agents' balances and installments booked but deferred and not yet due			
15.3	Accrued retrospective premiums			
16.	Reinsurance:			
16.1	Amounts recoverable from reinsurers			
16.2	Funds held by or deposited with reinsured companies			
16.3	Other amounts receivable under reinsurance contracts			
17.	Amounts receivable relating to uninsured plans			
18.1	Current federal and foreign income tax recoverable and interest thereon			
18.2	Net deferred tax asset			
19.	Guaranty funds receivable or on deposit			
20.	Electronic data processing equipment and software	11,651	12,989	1,338
21.	Furniture and equipment, including health care delivery assets	498,530	280,754	(217,776)
22.	Net adjustment in assets and liabilities due to foreign exchange rates			
23.	Receivables from parent, subsidiaries and affiliates	11,911	12,484	573
24.	Health care and other amounts receivable	118,864	(29,346)	(148,210)
25.	Aggregate write-ins for other than invested assets			
26.	Total assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	21,894,208	560,870	(21,333,338)
27.	From Separate Accounts, Segregated Accounts and Protected Cell Accounts			
28.	Total (Lines 26 and 27)	21,894,208	560,870	(21,333,338)
DETAILS OF WRITE-INS				
1101.	INVENTORY	19,907	17,621	(2,285)
1102.	DEFERRED CHARGES EQUIP FEES	19,246	21,621	2,375
1103.	PREPAID EXPENSE	311,367	241,631	(69,736)
1198.	Summary of remaining write-ins for Line 11 from overflow page	20,682,992		(20,682,992)
1199.	TOTALS (Lines 1101 through 1103 plus 1198) (Line 11 above)	21,033,511	280,873	(20,752,637)
2501.	.....		
2502.	.....		
2503.	.....		
2598.	Summary of remaining write-ins for Line 25 from overflow page			
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)			

EXHIBIT 1 - ENROLLMENT BY PRODUCT TYPE FOR HEALTH BUSINESS ONLY

Source of Enrollment		Total Members at End of					6
		1 Prior Year	2 First Quarter	3 Second Quarter	4 Third Quarter	5 Current Year	Current Year Member Months
1.	Health Maintenance Organizations	111,676	114,681	116,447	117,703	121,142	1,396,199
2.	Provider Service Organizations						
3.	Preferred Provider Organizations						
4.	Point of Service	17,198	18,609	19,252	21,396	22,887	243,651
5.	Indemnity Only						
6.	Aggregate write-ins for other lines of business						
7.	TOTAL	128,874	133,290	135,699	139,099	144,029	1,639,850
DETAILS OF WRITE-INS							
0601.	.....					
0602.	.....					
0603.	.....					
0698.	Summary of remaining write-ins for Line 6 from overflow page						
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)						

Notes to Financial Statements

McLaren Health Plan, Inc
December 31, 2012

1. Summary of Significant Accounting Policies

- A. The financial statements of McLaren Health Plan are presented on the basis of accounting practices prescribed or permitted by the Michigan Office of Financial and Insurance Regulation. The statements have been completed in accordance with NAIC Accounting Practices and Procedures Manual except to the extent that Michigan law differs.
- B. Preparation of financial statements in conformity with the Annual Statement Instructions and Accounting Practices and Procedures Manual requires management to make estimates and assumptions that affect the reported amount of assets and liabilities, disclosures of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from these estimates. Significant estimates exist relating to accrued health care costs. These estimates are actuarially determined and represent the Plan's best estimate of the level of claims to be paid applicable to 2012 or prior periods. Any future adjustments to these amounts will affect the reported results in the future periods.
- C.
 - (1) Short-term investments are all highly liquid investments purchased with an original maturity of three months or less.
 - (2) Bonds: None
 - (3) Common Stock:
Various Equity and Institutional Class Investments managed by PIMCO and Vanguard were held with JPMorgan Chase, stated at fair market value.
Short Duration Mutual Bond Fund Ultra Class held with JPMorgan Chase, stated at fair market value.
 - (4) Preferred Stock: None
 - (5) Mortgage Loans: None
 - (6) Loan-Backed Securities: None
 - (7) Investments in Subsidiaries, Controlled and Affiliated Companies: The Plan is the Parent Corporation of Health Advantage, Inc., a licensed Michigan TPA. The Plan carries Health Advantage, Inc., at SSAP equity basis.

During 2010, the Plan became the Parent Corporation of McLaren Health Plan Insurance Company. The Plan carries McLaren Health Plan Insurance Company at SSAP equity basis.

During 2011, the plan became the Parent Corporation for McLaren Health Plan Community. The Plan carries McLaren Health Plan Community at SSAP equity basis.

- (8) Investments in Joint Ventures, Partnerships, and Limited Liability Companies: None
- (9) Derivatives: None
- (10) Anticipated investment income is not a factor in the premium deficiency calculation.
- (11) Estimates of Liabilities for losses and loss/claim adjustment expenses are made by our independent actuary and are in accordance with accepted actuarial standards consistently applied and are fairly stated in accordance with sound actuarial principals, are based on actuarial assumptions relevant to contract provisions, and include appropriate provision for all actuarial terms that ought to be established.

Unpaid losses and loss adjustment expenses include an amount determined from individual case estimates and loss/lag reports, based on past experience, for losses incurred but not reported.

Notes to Financial Statements

The methods for making such estimates and for establishing the resulting liability, are continually reviewed and any adjustments are reflected in the period determined.

- (12) Capitalization policy and the resultant predefined thresholds did not change from the prior period.
- (13) Pharmaceutical rebates receivables are derived from actual confirmed receipts from the PBM.

2. Accounting Changes and Corrections of Errors:

Effective August 1, 2012, following the acquisition of CareSource Michigan (CSM) by McLaren Health Plan, McLaren Health Plan merged into CareSource Michigan. As per SSAP 68, income of the combined reporting entity includes income of the constituents for the entire fiscal period in which the combination occurred and the balance sheet and the statement of operations for the two years presented were restated.

3. Business Combinations and Goodwill

McLaren Health Plan purchased CareSource Michigan as of August 1, 2012. McLaren Health Plan and CareSource Michigan are both not-for-profit Medicaid insurance companies. McLaren Health Plan became the Sole Member of CareSource Michigan. The accompanying financial statements reflect the combined entity for the entire fiscal period which the combination occurred and the balance sheet and the statement of operation for the two years presented were restated.

- 1) The company merged with CSM’s on August 1, 2012, assuming the Federal Tax Identification number 38-3252216 and NAIC Company Code 95562. MHP’s TIN number 38-3383640 and NAIC Company Code 95848 was retired on this same date.
- 2) MHP agreed to pay CareSource Management Group \$27 million for the membership transfer as stipulated in the Membership Transfer Agreement.
- 3) Pre- merger separate company revenue, net income and other surplus adjustments for the seven months ended July 31, 2012 were:

	CSM	MHP	Combined
Revenue	\$66,950,673	\$191,273,208	\$258,223,881
Net Income	\$ 4,128,144	\$3,345,857	\$7,474,001
Other Surplus Adj	(\$14,500,000)		(\$14,500,000)

4. Discontinued Operations

None

5. Investments

- A. Mortgage Loans - None
- B. Debt Restructuring - None
- C. Reverse Mortgage - None
- D. Loan-Backed Securities: 1 – 5

Investment in two GNMA bonds \$0 as of December 31, 2012. These bonds were sold April 18, 2012. The company did not have any such securities as of January 1, 1994 therefore the retrospective adjustment method did not apply. Prepayment assumptions for single class and multi-class mortgage-backed securities were obtained from broker/ dealer survey values. In 2011, the Company did not change from the retrospective methodology to prospective methodology because no negative yields were identified.

E. Repurchase Agreements and/or Security Lending Transactions –1 -5 .

Effective June 30, 2010 Fifth Third Bank and Huntington Bank discontinued its participation in the “special” FDIC Insurance Program that provided us with 100% FDIC coverage on all deposits. The limit effective 7/1/10 will be \$250,000. Independent Bank continued its participation in the program. The company is now using a sweep program with Fifth Third and Huntington Banks that invest in Repurchase Agreements that are secured by a pledge of Fifth Third’s government securities portfolio. These investments mature daily and are therefore listed as short term.

6. Joint Ventures, Partnerships and Limited Liability Companies

None

Notes to Financial Statements

7. Investment Income
Non admitted / Excluded = None
8. Derivative Investments
None
9. Income Taxes
None (Plan was awarded tax-exempt status by the IRS beginning 1/1/2000)
10. Information Concerning Parent, Subsidiaries and Affiliates

A. McLaren Health Care Corporation (MHCC), a Michigan non-profit corporation and holding company of various health care entities, is the sole parent of McLaren Health Plan and initially provided to McLaren Health Plan gross paid in and contributed surplus of \$1,140,000.

McLaren Regional Medical Center (MRMC) – subsidiary of MHCC

PHNS was purchased by CONJOIN in November 2010. The merged entity changed its name to Anthelio HealthCare Solutions in early 2011. MHCC still maintained its ownership as a shareholder.

Health Advantage Inc. (HA), a wholly owned subsidiary of McLaren Health Plan.

McLaren Health Plan Insurance Company (MHPIC), a wholly owned subsidiary of McLaren Health Plan.

McLaren Health Plan Community (MHPC), a wholly owned subsidiary of McLaren Health Plan.

B. McLaren Health Plan paid an \$21,900,000 dividend to its parent company, McLaren Health Care Corporation in September 2012.

C. No Change

D. Due from Affiliates: \$1,027,438 amounts due from affiliate for administrative services and information system operations support. The amounts are settled monthly.
Due to Affiliates: \$2,224,997 amounts due to affiliate per contract for various administrative support, including personnel and information system operations support. The amounts are settled monthly.

E. Guarantees or undertakings: No Change
F. Management Agreements between:
(1) **McLaren Health Plan and McLaren Health Care Corporation:**
McLaren Health Care Corporation agrees to provide certain operational services and other resources to McLaren Health Plan. Amount for January-December 2012= \$1,749,032

(2) **McLaren Health Plan and MRMC:**
MRMC agrees to provide certain accounting / resource services to McLaren Health Plan. Amount for January-December 2012 =\$6,943

(3) **McLaren Health Plan and Anthelio HealthCare Solutions:**
Anthelio HealthCare Solutions agrees to provide certain information technology and telephony services to McLaren Health Plan. Amount for January-December 2012 = \$279,051

(4) **McLaren Health Plan and HA:**
McLaren Health Plan agrees to provide certain operational, personnel services and other resources to HA. Amount for January - December 2012 = \$5,490,179

Notes to Financial Statements

(5) McLaren Health Plan and MHPIC:

McLaren Health Plan agrees to provide certain operational, personnel services and other resources to MHPIC. Amount for January-December 2012 = \$643,234

- G. Guarantees or undertakings: None
- H. Control relationship: None
- I. Upstream/downstream activity: None
- J. Investment in SCA: None
- K. Investments in impaired SCA: None
- L. Investment in foreign insurance subsidiary: None
- M. Investment in downstream noninsurance holding company: None

11. Debt

None

12. Retirement Plans, Deferred Compensation, Post employment Benefits and Compensated Absences and Other Postretirement Benefit Plans

A. Defined Benefit Plan

See D Below

B. Defined Contribution Plans:

McLaren Health Plan employees hired on or after October 1, 2004 will be covered by a qualified defined contribution pension plan sponsored by McLaren Health Plan. Vesting period for contribution matching by McLaren Health Plan is 2 years. For 2012, the employer contribution was \$196,683.

C. Multiemployer Plans: None

D. Consolidated/Holding Company Plans:

McLaren Health Plan is a wholly owned subsidiary of McLaren Health Care Corporation, which sponsors a defined benefit pension plan covering substantially all of McLaren Health Plan employees whose employment began prior to Oct 1, 2004. The benefits under the plan are based on years of service and the employee's termination of employment. The plan has no legal obligation for benefits under this plan. The funding policy is to contribute annually an amount in accordance with the standards of the Employee Retirement Income Security Act of 1974. Contributions are intended to provide not only the benefits attributed to services to date, but also those expected to be earned in the future. The Plan's 2012 pension expense amount was \$466,315. As of 10/01/12, the pension plan has been frozen.

E. Post employment Benefits and Compensated Absences: They are accrued.

F. The impact of Medicare Modernization Act on Post Retirement Benefits are not reflected in the financial statements or accompanying notes.

13. Capital and Surplus, Shareholders' Dividend Restrictions and Quasi-Reorganizations

(1) Capital stock: No Change except as noted below.

(a.) Date and amount of dividends issued. On July 18th, the Office of Financial and Insurance Regulation approved CareSource Michigan's request to pay \$14,500,000 ordinary dividend to CareSource Management Group. This transaction was completed on July 30th, 2012.

(b.) On September 20th, OFIR approved McLaren Health Plan's dividend of \$21,900,000 of which \$9,451,960 is considered ordinary and \$12,448,040 extraordinary. This transaction was completed on September 27, 2012.

(2) Preferred stock: None

Notes to Financial Statements

- (3) Dividend restrictions: The Commissioner (State of Michigan) shall consider the following factors regarding dividends:
 - (a.) The adequacy of the level of surplus as regards policyholders remaining after the dividend payment(s);
 - (b.) The quality of the Plan's earnings and the extent to which the reported earnings include extraordinary items, such as surplus relief insurance transactions and reserve destrengthening;
 - (c.) The quality and liquidity of investments in subsidiaries;
 - (d.) If the Commissioner determines that the Plan's surplus as regards policyholders is not reasonable in relation to the Plan's outstanding liabilities and is not adequate to its financial needs, the commissioner shall limit or disallow the payment of shareholder dividends.
 - (e.) Dividends shall be declared or paid only from earned surplus, unless approved by the Commissioner.
- (4) Date and amount of dividends issued:
 - (a.) Date and amount of dividends issued. On July 18th, the Office of Financial and Insurance Regulation approved CareSource Michigan's request to pay \$14,500,000 ordinary dividend to CareSource Management Group. This transaction was completed on July 30th, 2012.
 - (b.) On September 20th, OFIR approved McLaren Health Plan's dividend of \$21,900,000 of which \$9,451,960 is considered ordinary and \$12,448,040 extraordinary. This transaction was completed on September 27, 2012.
- (5) Within the limitations of (3) above, there are no restrictions placed on the portion of Company profits that may be paid as ordinary dividends to stockholders.
- (6) Restrictions placed on surplus: None
- (7) Advances of surplus not paid: None
- (8) Amount of stock held for special purposes: None
- (9) Special surplus funds: None
- (10) Unassigned funds (surplus) represented or reduced: None
- (11) Surplus notes: None
- (12) Quasi-reorganization: None
- (13) Quasi-reorganization: None

14. Contingencies

- A. Contingent Commitments: None
- B. Assessments: None
- C. Gain Contingencies: None
- D. Claims related extra contractual obligations and bad faith losses stemming from lawsuits: None
- E. All Other Contingencies

The Plan is susceptible to various legal actions related to Plan activities. Management is of the opinion that no litigation matters are outstanding or pending that will have a material effect on its financial position or results of operations.

15. Leases

McLaren Health Plan currently holds two building leases. The lease for the East Lansing office was executed on September 30, 2009 and is effective for five years and two months from the commencement date with an option to extend the lease for two three year terms. . This lease was assumed from CareSource Management Group effective August 1, 2012. The lease for the Auburn Hills office was executed on May 21, 2012, commenced on July 1, 2012 and is for ten years

Notes to Financial Statements

Future minimum lease payments due under these leases are:	
2013	\$ 283,026
2014	343,884
2015	201,787
2016	207,811
2017	213,834
Total	\$ 1,250,342

16. Information About Financial Instruments With Off-Balance Sheet Risk and Financial Instruments With Concentrations of Credit Risk
None
17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities
A. Transfers of Receivables Reported as Sales. None.
B. Transfer and Servicing of Financial Assets. None
C. Wash Sales. None
18. Gain or Loss to the Reporting Entity from Uninsured Plans and the Uninsured Portion of Partially Insured Plans
A. ASO plans – N/A
B. ASC plans – N/A
C. Medicare or similarly structured cost based reimbursed contracts1.
a. Revenue from the Company’s Medicare (or similarly structured cost based reimbursement contract) contract for the year 2012 consisted of \$6,306,579 for medical and hospital related services and \$910,529 for administrative expenses.
b. As of December 31, 2012, the Company has recorded no receivables from payors whose account balances are greater than 10% of the Company’s amounts receivable from uninsured accident and health plans or \$10,000:
c. In connection with the Company’s Medicare (or similarly structured cost based reimbursement contract) contract, the Company has recorded no allowances and no reserves for adjustment of recorded revenues at December 31, 2012.
19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators
None
20. Fair Value Measurement
None
21. Other Items
A. Extraordinary Items: McLaren Health Plan purchased CareSource Michigan as of August 1, 2012. McLaren Health Plan and CareSource Michigan are both not-for-profit Medicaid insurance companies. McLaren health Plan became the Sole Member of CareSource Michigan. The accompanying financial statements reflect the combined entity for the entire fiscal period which the combination occurred and the balance sheet and the statement of operation for the two years presented were restated.
B. Troubled Debt Restructuring: Debtors: None
C. Other Disclosures: Short-term investments in the amount of \$1,217,173 as of 12/31/12 are on deposit with the State of Michigan Treasury in a safekeeping account as required by regulation. Also, MHP assumed control over bonds in the amount of \$1,004,566 from CareSource Michigan. These bonds are on deposit with the State of Michigan Treasury in a safekeeping account as required by regulation. On September 25th, OFIR approved liquidation of the deposit previously held on behalf of CSM. This bond was sold on October 19th and the proceeds were transferred to a cash account
D. Balance uncollectible for assets covered by SSAP No. 6. :none
E. Business Interruption Insurance Recoveries: None
F. State Transferable Tax Credits: None

Notes to Financial Statements

G. Subprime Mortgage Related Risk Exposure: None
H. Retained Assets

22. Events Subsequent

The Plan had no events occurring subsequent to the close of the books or accounts for this statement that may have a material effect on the financial condition of the Plan.

23. Reinsurance

A. Ceded Reinsurance Report

Section 1-General Interrogatories

- (1) Are any of the reinsurers, listed in Schedule S as non-affiliated, owned in excess of 10% or controlled, either directly or indirectly, by the company or by any representative, officer, trustee, or director of the company?-No.
- (2) Have any policies issued by the company been reinsured with a company chartered in a country other than the United States (excluding U.S. Branches of such companies) that is owned in excess of 10% or controlled directly or indirectly by an insured, a beneficiary, a creditor or an insured or any other person not primarily engaged in the insurance business? No.

Section 2 - Ceded Reinsurance Report – Part A

- (1) Does the company have any reinsurance agreements in effect under which the reinsurer may unilaterally cancel any reinsurance for reasons other than for nonpayment of premium or other similar credit? No.
- (2) Does the reporting entity have any reinsurance agreements in effect such that the amount of losses paid or accrued through the statement date may result in a payment to the reinsurer of amounts that, in aggregate and allowing for offset of mutual credits from other reinsurance agreements with the same reinsurer, exceed the total direct premium collected under the reinsured policies? No.

Section 3 - Ceded Reinsurance Report – Part B

- (1) What is the estimated amount of the aggregate reduction in surplus, (for agreements other than those under which the reinsurer may unilaterally cancel for reasons other than for nonpayment of payment or other similar credits that are reflected in Section 2 above) of termination of ALL reinsurance agreements, by either party, as of the date of this statement? Where necessary, the company may consider the current or anticipated experience of the business in making this estimate. None.
- (2) Have any new agreements been executed or existing agreements amended, since January 1 of the year of this statement, to include policies or contracts that were in force or which had existing reserves established by the company as of the effective date of the agreement? No.

B. Uncollectible Reinsurance: None
C. Commutation of Ceded Reinsurance: None

24. Retrospectively Rated Contracts & Contracts Subject to Redetermination
None

25. Change in Incurred Claims and Claim Adjustment Expenses None

26. Intercompany Pooling Arrangements None

27. Structured Settlements Not Applicable

28. Health Care Receivables

A. Pharmaceutical Rebate Receivables

ANNUAL STATEMENT FOR THE YEAR 2012 OF THE McLAREN HEALTH PLAN, INC

Notes to Financial Statements

<u>Quarter</u>	<u>Estimated Rebate</u>	<u>Confirmed</u>	<u>90days</u>	<u>91-180 days</u>	<u>>180 days</u>
12/31/12	\$ -	\$ -	\$ -	\$ -	\$ -
09/30/12	\$ 42,732	\$ 23,808	\$ -	\$ -	\$ -
06/30/12	\$ 128,332	\$ 79,040	\$ 48,477	\$ 1,460	\$ -
03/31/12	\$ 62,960	\$ 209,367	\$ 86,319	\$ 87,035	\$ 29,136
12/31/11	\$ 60,274	\$ 251,590	\$ 139,785	\$ 71,128	\$ 32,058
09/30/11	\$ 97,862	\$ 256,932	\$ 135,665	\$ 120	\$ 103,358
06/30/11	\$ 84,424	\$ 237,911	\$ 108,307	\$ 102,649	\$ 7,129
03/31/11	\$ 43,801	\$ 226,171	\$ 112,403	\$ -	\$ 106,192
12/31/10	\$ 56,775	\$ 230,629	\$ 90,940	\$ 33,646	\$ 105,808
09/30/10	\$ -	\$ 253,100	\$ 68,852	\$ 41,677	\$ 142,571
06/30/10	\$ 78,319	\$ 269,341	\$ 72,513	\$ 132,182	\$ 64,646
03/31/10	\$ 237,914	\$ 341,144	\$ 82,150	\$ 87,172	\$ 171,821

B. Risk Sharing Receivables - None

29. Participating Policies None
30. Premium Deficiency Reserves None
31. Anticipated Salvage and Subrogation None

GENERAL INTERROGATORIES
PART 1 - COMMON INTERROGATORIES
GENERAL

- 1.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes[X] No[]
1.2 If yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent or with such regulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations? Yes[X] No[] N/A[] Michigan
1.3 State Regulating?
2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes[X] No[]
2.2 If yes, date of change: 08/01/2012
3.1 State as of what date the latest financial examination of the reporting entity was made or is being made. 12/31/2010
3.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released. 12/31/2010
3.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date). 05/11/2012
3.4 By what department or departments? MICHIGAN OFFICE OF FINANCIAL & INSURANCE REGULATION
3.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with departments? Yes[] No[] N/A[X]
3.6 Have all of the recommendations within the latest financial examination report been complied with? Yes[X] No[] N/A[]
4.1 During the period covered by this statement, did any agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity) receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
4.11 sales of new business? Yes[] No[X]
4.12 renewals? Yes[] No[X]
4.2 During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
4.21 sales of new business? Yes[] No[X]
4.22 renewals? Yes[] No[X]
5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes[X] No[]
5.2 If yes, provide the name of the entity, NAIC company code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

Table with 3 columns: 1 Name of Entity, 2 NAIC Company Code, 3 State of Domicile. Row 1: McLaren Health Plan, 95848, MI.

- 6.1 Has the reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes[] No[X]
6.2 If yes, give full information:
7.1 Does any foreign (non-United States) person or entity directly or indirectly control 10% or more of the reporting entity? Yes[] No[X]
7.2 If yes,
7.21 State the percentage of foreign control 0.000%
7.22 State the nationality(s) of the foreign person(s) or entity(s); or if the entity is a mutual or reciprocal, the nationality of its manager or attorney-in-fact and identify the type of entity(s) (e.g., individual, corporation, government, manager or attorney-in-fact)

Table with 2 columns: 1 Nationality, 2 Type of Entity.

- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes[] No[X]
8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes[] No[X]
8.4 If response to 8.3 is yes, please provide the names and location (city and state of the main office) of any affiliates regulated by a federal financial regulatory services agency [i.e., the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC) and identify the affiliate's primary federal regulator.

Table with 6 columns: 1 Affiliate Name, 2 Location (City, State), 3 FRB, 4 OCC, 5 FDIC, 6 SEC. Row 1: Yes[] No[X], Yes[] No[X], Yes[] No[X], Yes[] No[X].

- 9. What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit? PLANTE AND MORAN LLP, 1111 MICHIGAN AVE. EAST LANSING MI 48823
10.1 Has the insurer been granted any exemptions to the prohibited non-audit services provided by the certified independent public accountant requirements as allowed in Section 7H of the Annual Financial Reporting Model Regulation (Model Audit Rule), or substantially similar state law or regulation? Yes[] No[X]
10.2 If response to 10.1 is "yes," provide information related to this exemption:
10.3 Has the insurer been granted any exemptions related to the other requirements of the Annual Financial Reporting Model Regulation as allowed for in Section 17A of the Model Regulation, or substantially similar state law or regulation? Yes[] No[X]
10.4 If response to 10.3 is "yes," provide information related to this exemption:
10.5 Has the reporting entity established an Audit Committee in compliance with the domiciliary state insurance laws? Yes[X] No[] N/A[]
10.6 If the response to 10.5 is "NO" or "N/A" please explain:
11. What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with an actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification? JOHN VATAHA, ASA, MAAA ACTUARY CONSULTANT, 148 VERMEER DRIVE, LANGHORNE, PA 19053
12.1 Does the reporting entity own any securities of a real estate holding company or otherwise hold real estate indirectly? Yes[] No[X]

GENERAL INTERROGATORIES (Continued)

- 24.10 For the reporting entity's security lending program, state the amount of the following as of December 31 of the current year:

24.101 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2.

\$ 0

24.102 Total book/adjusted carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2.

\$ 0

24.103 Total payable for securities lending reported on the liability page.

\$ 0
- 25.1 Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity, or has the reporting entity sold or transferred any assets subject to a put option contract that is currently in force? (Exclude securities subject to Interrogatory 21.1 and 24.03).

Yes[X] No[]
- 25.2 If yes, state the amount thereof at December 31 of the current year:

25.21 Subject to repurchase agreements

\$ 0

25.22 Subject to reverse repurchase agreements

\$ 0

25.23 Subject to dollar repurchase agreements

\$ 0

25.24 Subject to reverse dollar repurchase agreements

\$ 0

25.25 Pledged as collateral

\$ 0

25.26 Placed under option agreements

\$ 0

25.27 Letter stock or securities restricted as to sale

\$ 0

25.28 On deposit with state or other regulatory body

\$ 1,000,000

25.29 Other

\$ 0
- 25.3 For category (25.27) provide the following:

1	2	3
Nature of Restriction	Description	Amount
.....

- 26.1 Does the reporting entity have any hedging transactions reported on Schedule DB?

Yes[] No[X]

26.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?

Yes[] No[] N/A[X]

If no, attach a description with this statement.
- 27.1 Were any preferred stocks or bonds owned as of December 31 of the current year mandatorily convertible into equity, or, at the option of the issuer, convertible into equity?

Yes[] No[X]

27.2 If yes, state the amount thereof at December 31 of the current year.

\$ 0
28. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section I, III - General Examination Considerations, F. Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?

Yes[X] No[]

28.01 For agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

1	2
Name of Custodian(s)	Custodian's Address
JPMORGAN CHASE BANK, NA	1111 POLARIS PARKWAY, COLUMBUS OH 43240
FIFTH THIRD BANK	111 LYON ST SW, GRAND RAPIDS MI 49503

- 28.02 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1	2	3
Name(s)	Location(s)	Complete Explanation(s)
.....

- 28.03 Have there been any changes, including name changes, in the custodian(s) identified in 28.01 during the current year?

Yes[] No[X]

28.04 If yes, give full and complete information relating thereto:

1	2	3	4
Old Custodian	New Custodian	Date of Change	Reason
.....

- 28.05 Identify all investment advisers, broker/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1	2	3
Central Registration Depository Number(s)	Name	Address
.....

- 29.1 Does the reporting entity have any diversified mutual funds reported in Schedule D, Part 2 (diversified according to the Securities and Exchange Commission (SEC) in the Investment Company Act of 1940 [Section 5 (b)(1)])?

Yes[] No[X]

29.2 If yes, complete the following schedule:

1	2	3
CUSIP #	Name of Mutual Fund	Book/Adjusted Carrying Value
29.2999 Total

- 29.3 For each mutual fund listed in the table above, complete the following schedule:

GENERAL INTERROGATORIES (Continued)

1	2	3	4
Name of Mutual Fund (from above table)	Name of Significant Holding of the Mutual Fund	Amount of Mutual Fund's Book/Adjusted Carrying Value Attributable to the Holding	Date of Valuation

30. Provide the following information for all short-term and long-term bonds and all preferred stocks. Do not substitute amortized value or statement value for fair value.

	1	2	3
	Statement (Admitted) Value	Fair Value	Excess of Statement over Fair Value (-), or Fair Value over Statement (+)
30.1 Bonds
30.2 Preferred stocks
30.3 Totals

30.4 Describe the sources or methods utilized in determining the fair values

31.1 Was the rate used to calculate fair value determined by a broker or custodian for any of the securities in Schedule D?

Yes[] No[X]

31.2 If the answer to 31.1 is yes, does the reporting entity have a copy of the broker's or custodian's pricing policy (hard copy or electronic copy) for all brokers or custodians used as a pricing source?

Yes[] No[] N/A[X]

31.3 If the answer to 31.2 is no, describe the reporting entity's process for determining a reliable pricing source for purposes of disclosure of fair value for Schedule D:

32.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed?

Yes[X] No[]

32.2 If no, list exceptions:

OTHER

33.1 Amount of payments to Trade Associations, Service Organizations and Statistical or Rating Bureaus, if any?

\$..... 133,075

33.2 List the name of the organization and the amount paid if any such payment represented 25% or more of the total payments to Trade Associations, Service Organizations and Statistical or Rating Bureaus during the period covered by this statement.

1	2
Name	Amount Paid
Michigan Association of Health Plans .....	..... 133,075

34.1 Amount of payments for legal expenses, if any?

\$..... 112,021

34.2 List the name of the firm and the amount paid if any such payments represented 25% or more of the total payments for legal expenses during the period covered by this statement.

1	2
Name	Amount Paid
Foster, Swift Collins and Smith, P.C. ....	..... 78,013
Bricker & Eckler, LLP .....	..... 15,811

35.1 Amount of payments for expenditures in connection with matters before legislative bodies, officers or department of government, if any?

\$..... 35,915

35.2 List the name of firm and the amount paid if any such payment represented 25% or more of the total payment expenditures in connection with matters before legislative bodies, officers or departments of government during the period covered by this statement.

1	2
Name	Amount Paid
Midwest Strategy Group .....	..... 32,000

GENERAL INTERROGATORIES (Continued)

PART 2 - HEALTH INTERROGATORIES

- | | | | |
|---|----|---|---|
| 1.1 Does the reporting entity have any direct Medicare Supplement Insurance in force? | | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> | |
| 1.2 If yes, indicate premium earned on U.S. business only: | \$ | | 0 |
| 1.3 What portion of Item (1.2) is not reported on the Medicare Supplement Insurance Experience Exhibit? | \$ | | 0 |
| 1.31 Reason for excluding: | | | |
| 1.4 Indicate amount of earned premium attributable to Canadian and/or Other Alien not included in Item (1.2) above. | \$ | | 0 |
| 1.5 Indicate total incurred claims on all Medicare Supplement insurance. | \$ | | 0 |
| 1.6 Individual policies - Most current three years: | | | |
| 1.61 Total premium earned | \$ | | 0 |
| 1.62 Total incurred claims | \$ | | 0 |
| 1.63 Number of covered lives | | | 0 |
| All years prior to most current three years: | | | |
| 1.64 Total premium earned | \$ | | 0 |
| 1.65 Total incurred claims | \$ | | 0 |
| 1.66 Number of covered lives | | | 0 |
| 1.7 Group policies - Most current three years: | | | |
| 1.71 Total premium earned | \$ | | 0 |
| 1.72 Total incurred claims | \$ | | 0 |
| 1.73 Number of covered lives | | | 0 |
| All years prior to most current three years: | | | |
| 1.74 Total premium earned | \$ | | 0 |
| 1.75 Total incurred claims | \$ | | 0 |
| 1.76 Number of covered lives | | | 0 |

2. Health Test

		1	2
		Current Year	Prior Year
2.1	Premium Numerator	455,074,024	430,670,381
2.2	Premium Denominator	455,074,024	430,670,381
2.3	Premium Ratio (2.1 / 2.2)	1.000	1.000
2.4	Reserve Numerator	62,908,388	53,915,812
2.5	Reserve Denominator	62,908,388	53,915,812
2.6	Reserve Ratio (2.4 / 2.5)	1.000	1.000

- | | | |
|-------|--|---------------------|
| 3.1 | Has the reporting entity received any endowment or gift from contracting hospitals, physicians, dentists, or others that is agreed will be returned when, as and if the earnings of the reporting entity permits? | Yes[] No[X] |
| 3.2 | If yes, give particulars: | |
| 4.1 | Have copies of all agreements stating the period and nature of hospitals', physicians', and dentists' care offered to subscribers and dependents been filed with the appropriate regulatory agency? | Yes[X] No[] |
| 4.2 | If not previously filed furnish herewith a copy(ies) of such agreement(s). Do these agreements include additional benefits offered? | Yes[] No[] N/A[X] |
| 5.1 | Does the reporting entity have stop-loss reinsurance? | Yes[X] No[] |
| 5.2 | If no, explain: | |
| 5.3 | Maximum retained risk (see instructions): | |
| 5.31 | Comprehensive Medical | \$ 515,000 |
| 5.32 | Medical Only | \$ 0 |
| 5.33 | Medicare Supplement | \$ 0 |
| 5.34 | Dental & Vision | \$ 0 |
| 5.35 | Other Limited Benefit Plan | \$ 0 |
| 5.36 | Other | \$ 0 |
| 6. | Describe arrangement which the reporting entity may have to protect subscribers and their dependents against the risk of insolvency including hold harmless provisions, conversion privileges with other carriers, agreements with providers to continue rendering services, and any other agreements:
ALL ABOVE TOPICS ARE INCLUDED IN ALL PROVIDER CONTRACTS WITH LANGUAGE APPROVED BY OFIR | |
| 7.1 | Does the reporting entity set up its claim liability for provider services on a service date basis? | Yes[X] No[] |
| 7.2 | If no, give details: | |
| 8. | Provide the following information regarding participating providers: | |
| 8.1 | Number of providers at start of reporting year | 10,380 |
| 8.2 | Number of providers at end of reporting year | 13,815 |
| 9.1 | Does the reporting entity have business subject to premium rate guarantees? | Yes[] No[X] |
| 9.2 | If yes, direct premium earned: | |
| 9.21 | Business with rate guarantees between 15-36 months | 0 |
| 9.22 | Business with rate guarantees over 36 months | 0 |
| 10.1 | Does the reporting entity have Incentive Pool, Withhold or Bonus Arrangements in its provider contracts? | Yes[X] No[] |
| 10.2 | If yes: | |
| 10.21 | Maximum amount payable bonuses | \$ 2,510,474 |
| 10.22 | Amount actually paid for year bonuses | \$ 1,103,766 |
| 10.23 | Maximum amount payable withholds | \$ 2,766,518 |
| 10.24 | Amount actually paid for year withholds | \$ 1,399,933 |
| 11.1 | Is the reporting entity organized as: | |
| 11.12 | A Medical Group/Staff Model, | Yes[] No[X] |
| 11.13 | An Individual Practice Association (IPA), or, | Yes[] No[X] |
| 11.14 | A Mixed Model (combination of above)? | Yes[] No[X] |
| 11.2 | Is the reporting entity subject to Minimum Net Worth Requirements? | Yes[X] No[] |
| 11.3 | If yes, show the name of the state requiring such net worth.
MICHIGAN | |
| 11.4 | If yes, show the amount required. | \$ 28,896,376 |
| 11.5 | Is this amount included as part of a contingency reserve in stockholder's equity? | Yes[] No[X] |
| 11.6 | If the amount is calculated, show the calculation.
200% OF AUTHORIZED CONTROL LEVEL | |
| 12. | List service areas in which the reporting entity is licensed to operate: | |

1	
Name of Service Area	
Alcona County	.....
Allegan County	.....
Alpena County	.....
Antrim County	.....
Arenac County	.....
Bay County	.....
Berrien County	.....
Branch County	.....

GENERAL INTERROGATORIES (Continued)

1 Name of Service Area
Calhoun County
Cass County
Charlevoix County
Cheboygan County
Clare County
Clinton County
Eaton County
Emmet County
Genesee County
Gladwin County
Grand Traverse County
Gratiot County
Hillsdale County
Huron County
Ingham County
Ionia County
Iosco County
Isabella County
Kalamazoo County
Kent County
Lake County
Lapeer County
Leelanau County
Lenawee County
Macomb County
Mason County
Mecosta County
Midland County
Monroe County
Montcalm County
Montmorency County
Muskegon County
Newaygo County
Oakland County
Ogemaw County
Oscoda County
Otsego County
Ottawa County
Presque Isle County
Roscommon County
Saginaw County
St Clair County
St Joseph County
Sanilac County
Shiawassee County
Tuscola County
Van Buren County
Wayne County

13.1 Do you act as a custodian for health savings accounts?

Yes[] No[X]

13.2 If yes, please provide the amount of custodial funds held as of the reporting date:

\$..... 0

13.3 Do you act as an administrator for health savings accounts?

Yes[] No[X]

13.4 If yes, please provide the balance of the funds administered as of the reporting date:

\$..... 0

FIVE-YEAR HISTORICAL DATA

	1 2012	2 2011	3 2010	4 2009	5 2008
BALANCE SHEET (Pages 2 and 3)					
1. TOTAL Admitted Assets (Page 2, Line 28)	122,782,146	164,137,552	124,315,304	110,284,769	88,061,002
2. TOTAL Liabilities (Page 3, Line 24)	74,301,622	61,952,615	46,219,861	40,462,217	31,107,361
3. Statutory surplus	28,896,376	18,551,600	17,925,214	16,582,942	12,265,384
4. TOTAL Capital and Surplus (Page 3, Line 33)	48,480,524	102,184,937	78,095,444	69,822,552	56,953,641
INCOME STATEMENT (Page 4)					
5. TOTAL Revenues (Line 8)	453,189,003	429,439,910	301,432,817	266,766,990	192,973,205
6. TOTAL Medical and Hospital Expenses (Line 18)	407,932,220	358,094,099	253,236,801	232,944,241	169,669,453
7. Claims adjustment expenses (Line 20)	9,236,841	7,423,154	2,084,395	2,206,229	2,063,392
8. TOTAL Administrative Expenses (Line 21)	22,874,030	40,273,457	27,284,835	19,880,364	6,534,075
9. Net underwriting gain (loss) (Line 24)	13,145,912	23,649,200	18,826,786	11,736,156	14,706,285
10. Net investment gain (loss) (Line 27)	1,675,494	302,763	(332,764)	(165,831)	1,544,796
11. TOTAL Other Income (Lines 28 plus 29)					
12. Net income or (loss) (Line 32)	14,821,406	23,951,963	18,494,022	11,570,325	16,251,081
Cash Flow (Page 6)					
13. Net cash from operations (Line 11)	(1,719,742)	24,473,157	24,112,153	19,650,853	26,835,330
RISK-BASED CAPITAL ANALYSIS					
14. TOTAL Adjusted Capital	48,480,524	82,392,843	78,095,443	69,822,552	56,953,641
15. Authorized control level risk-based capital	14,448,188	9,275,800	8,962,117	8,291,471	6,132,692
ENROLLMENT (Exhibit 1)					
16. TOTAL Members at End of Period (Column 5, Line 7)	144,029	93,427	91,918	86,878	71,312
17. TOTAL Members Months (Column 6, Line 7)	1,639,850	1,107,698	1,073,558	949,132	799,137
OPERATING PERCENTAGE (Page 4)					
(Item divided by Page 4, sum of Lines 2, 3 and 5) x 100.0					
18. Premiums earned plus risk revenue (Line 2 plus Lines 3 and 5)	100.0	100.0	100.0	100.0	100.0
19. TOTAL Hospital and Medical plus other non-health (Lines 18 plus Line 19)	89.6	83.1	83.7	86.0	82.7
20. Cost containment expenses	1.3	0.2	0.1	0.2	0.2
21. Other claims adjustment expenses	0.8	0.7	0.6	0.7	0.8
22. TOTAL Underwriting Deductions (Line 23)	96.7	94.2	93.4	94.1	86.9
23. TOTAL Underwriting Gain (Loss) (Line 24)	2.9	5.5	6.2	4.3	7.2
UNPAID CLAIMS ANALYSIS					
(U&I Exhibit, Part 2B)					
24. TOTAL Claims Incurred for Prior Years (Line 13, Column 5)	49,025,297	30,861,119	29,883,477	22,463,135	14,685,887
25. Estimated liability of unpaid claims-[prior year (Line 13, Column 6)]	53,586,669	38,417,846	36,340,383	25,926,863	16,991,242
INVESTMENTS IN PARENT, SUBSIDIARIES AND AFFILIATES					
26. Affiliated bonds (Sch. D Summary, Line 12, Column 1)					
27. Affiliated preferred stocks (Sch. D Summary, Line 18, Column 1)					
28. Affiliated common stocks (Sch. D Summary, Line 24, Column 1)	12,536,934	12,861,713	9,793,521	724,185	464,458
29. Affiliated short-term investments (subtotal included in Sch. DA Verification, Col. 5, Line 10)					
30. Affiliated mortgage loans on real estate					
31. All other affiliated					
32. TOTAL of Above Lines 26 to 31	12,536,934	12,861,713	9,793,521	724,185	464,458
33. TOTAL investment in parent included in Lines 26 to 31 above					

NOTE: If a party to a merger, have the two most recent years of this exhibit been restated due to a merger in compliance with the disclosure requirements of SSAP No. 3, Accounting Changes and Correction of Errors? Yes[X] No[] N/A[]

If no, please explain::

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS
ALLOCATED BY STATES AND TERRITORIES

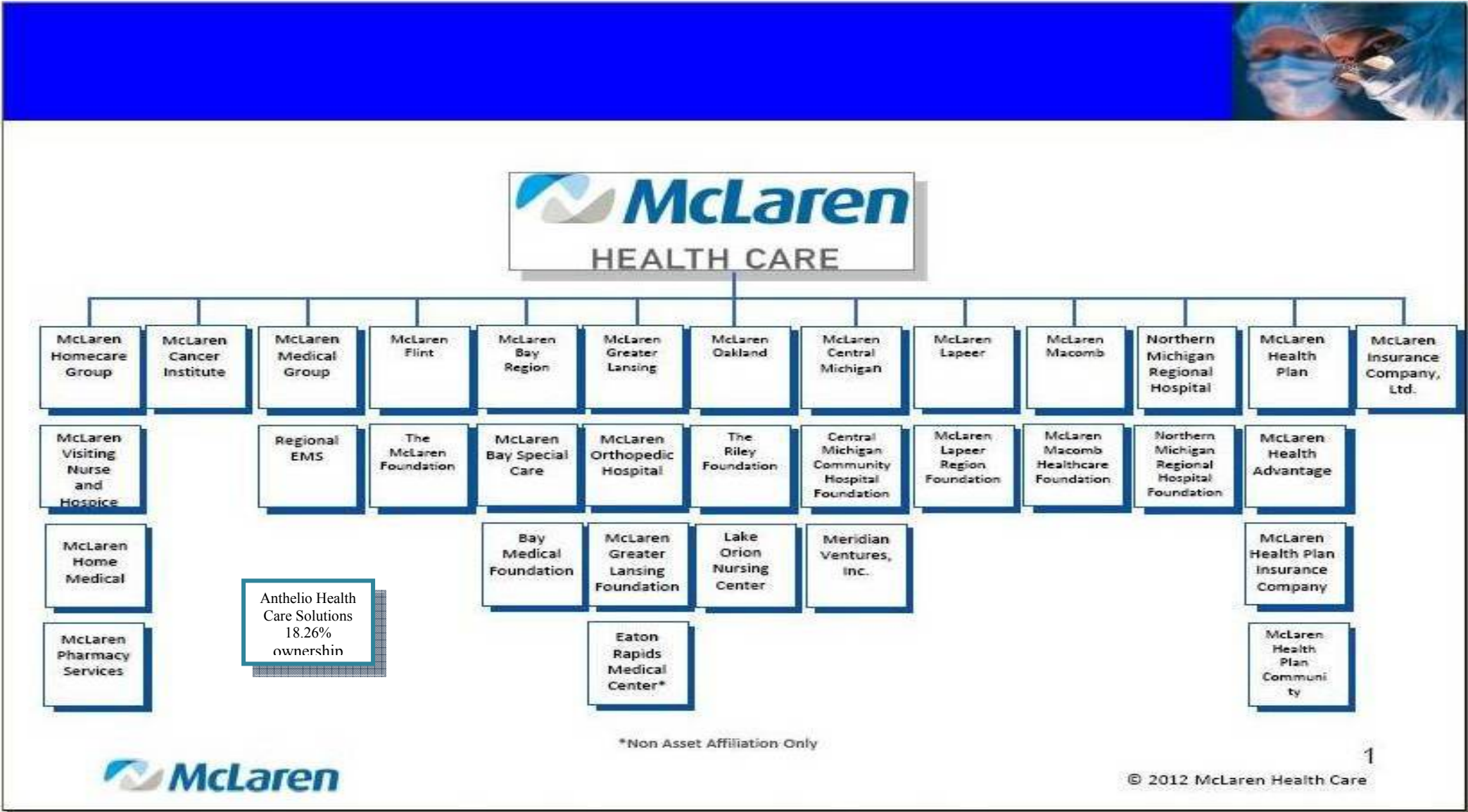
		1	Direct Business Only							
			2	3	4	5	6	7	8	9
State, Etc.		Active Status	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life & Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit - Type Contracts
1.	Alabama (AL)	N								
2.	Alaska (AK)	N								
3.	Arizona (AZ)	N								
4.	Arkansas (AR)	N								
5.	California (CA)	N								
6.	Colorado (CO)	N								
7.	Connecticut (CT)	N								
8.	Delaware (DE)	N								
9.	District of Columbia (DC)	N								
10.	Florida (FL)	N								
11.	Georgia (GA)	N								
12.	Hawaii (HI)	N								
13.	Idaho (ID)	N								
14.	Illinois (IL)	N								
15.	Indiana (IN)	N								
16.	Iowa (IA)	N								
17.	Kansas (KS)	N								
18.	Kentucky (KY)	N								
19.	Louisiana (LA)	N								
20.	Maine (ME)	N								
21.	Maryland (MD)	N								
22.	Massachusetts (MA)	N								
23.	Michigan (MI)	L	70,604,272	7,585,288	379,196,657				457,386,217	
24.	Minnesota (MN)	N								
25.	Mississippi (MS)	N								
26.	Missouri (MO)	N								
27.	Montana (MT)	N								
28.	Nebraska (NE)	N								
29.	Nevada (NV)	N								
30.	New Hampshire (NH)	N								
31.	New Jersey (NJ)	N								
32.	New Mexico (NM)	N								
33.	New York (NY)	N								
34.	North Carolina (NC)	N								
35.	North Dakota (ND)	N								
36.	Ohio (OH)	N								
37.	Oklahoma (OK)	N								
38.	Oregon (OR)	N								
39.	Pennsylvania (PA)	N								
40.	Rhode Island (RI)	N								
41.	South Carolina (SC)	N								
42.	South Dakota (SD)	N								
43.	Tennessee (TN)	N								
44.	Texas (TX)	N								
45.	Utah (UT)	N								
46.	Vermont (VT)	N								
47.	Virginia (VA)	N								
48.	Washington (WA)	N								
49.	West Virginia (WV)	N								
50.	Wisconsin (WI)	N								
51.	Wyoming (WY)	N								
52.	American Samoa (AS)	N								
53.	Guam (GU)	N								
54.	Puerto Rico (PR)	N								
55.	U.S. Virgin Islands (VI)	N								
56.	Northern Marianas Islands (MP)	N								
57.	Canada (CAN)	N								
58.	Aggregate other alien (OT)	X X X								
59.	Subtotal	X X X	70,604,272	7,585,288	379,196,657				457,386,217	
60.	Reporting entity contributions for Employee Benefit Plans	X X X								
61.	TOTAL (Direct Business)	(a) 1	70,604,272	7,585,288	379,196,657				457,386,217	

DETAILS OF WRITE-INS										
5801.		X X X								
5802.		X X X								
5803.		X X X								
5898.	Summary of remaining write-ins for Line 58 from overflow page	X X X								
5899.	TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above)	X X X								

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.

(a) Insert the number of L responses except for Canada and Other Alien.
Explanation of basis of allocation of premiums by states, etc.: All premiums wirriten in the State of Michigan

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER
MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART



INDEX TO HEALTH
ANNUAL STATEMENT

Analysis of Operations By Lines of Business	7
Assets	2
Cash Flow	6
Exhibit 1 - Enrollment By Product Type for Health Business Only	17
Exhibit 2 - Accident and Health Premiums Due and Unpaid	18
Exhibit 3 - Health Care Receivables	19
Exhibit 4 - Claims Unpaid and Incentive Pool, Withhold and Bonus	20
Exhibit 5 - Amounts Due From Parent, Subsidiaries and Affiliates	21
Exhibit 6 - Amounts Due To Parent, Subsidiaries and Affiliates	22
Exhibit 7 - Part 1 - Summary of Transactions With Providers	23
Exhibit 7 - Part 2 - Summary of Transactions With Intermediaries	23
Exhibit 8 - Furniture, Equipment and Supplies Owned	24
Exhibit of Capital Gains (Losses)	15
Exhibit of Net Investment Income	15
Exhibit of Nonadmitted Assets	16
Exhibit of Premiums, Enrollment and Utilization (State Page)	29
Five-Year Historical Data	28
General Interrogatories	26
Jurat Page	1
Liabilities, Capital and Surplus	3
Notes To Financial Statements	25
Overflow Page For Write-ins	44
Schedule A - Part 1	E01
Schedule A - Part 2	E02
Schedule A - Part 3	E03
Schedule A - Verification Between Years	SI02
Schedule B - Part 1	E04
Schedule B - Part 2	E05
Schedule B - Part 3	E06
Schedule B - Verification Between Years	SI02
Schedule BA - Part 1	E07
Schedule BA - Part 2	E08
Schedule BA - Part 3	E09
Schedule BA - Verification Between Years	SI03
Schedule D - Part 1	E10
Schedule D - Part 1A - Section 1	SI05
Schedule D - Part 1A - Section 2	SI08
Schedule D - Part 2 - Section 1	E11
Schedule D - Part 2 - Section 2	E12
Schedule D - Part 3	E13
Schedule D - Part 4	E14
Schedule D - Part 5	E15
Schedule D - Part 6 - Section 1	E16
Schedule D - Part 6 - Section 2	E16
Schedule D - Summary By Country	SI04
Schedule D - Verification Between Years	SI03
Schedule DA - Part 1	E17
Schedule DA - Verification Between Years	SI10
Schedule DB - Part A - Section 1	E18
Schedule DB - Part A - Section 2	E19
Schedule DB - Part A - Verification Between Years	SI11
Schedule DB - Part B - Section 1	E20
Schedule DB - Part B - Section 2	E21
Schedule DB - Part B - Verification Between Years	SI11
Schedule DB - Part C - Section 1	SI12
Schedule DB - Part C - Section 2	SI13
Schedule DB - Part D	E22
Schedule DB - Verification	SI14
Schedule DL - Part 1	E23

INDEX TO HEALTH
ANNUAL STATEMENT

Schedule DL - Part 2	E24
Schedule E - Part 1 - Cash	E25
Schedule E - Part 2 - Cash Equivalents	E26
Schedule E - Part 3 - Special Deposits	E27
Schedule E - Verification Between Years	SI15
Schedule S - Part 1 - Section 2	30
Schedule S - Part 2	31
Schedule S - Part 3 - Section 2	32
Schedule S - Part 4	33
Schedule S - Part 5	34
Schedule S - Part 6	36
Schedule S - Part 7	37
Schedule T - Part 2 - Interstate Compact	39
Schedule T - Premiums and Other Considerations	38
Schedule Y - Information Concerning Activities of Insurer Members of a Holding Company Group	40
Schedule Y - Part 1A - Detail of Insurance Holding Company System	41
Schedule Y - Part 2 - Summary of Insurer's Transactions With Any Affiliates	42
Statement of Revenue and Expenses	4
Summary Investment Schedule	SI01
Supplemental Exhibits and Schedules Interrogatories	43
Underwriting and Investment Exhibit - Part 1	8
Underwriting and Investment Exhibit - Part 2	9
Underwriting and Investment Exhibit - Part 2A	10
Underwriting and Investment Exhibit - Part 2B	11
Underwriting and Investment Exhibit - Part 2C	12
Underwriting and Investment Exhibit - Part 2D	13
Underwriting and Investment Exhibit - Part 3	14